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DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

HH Management, Inc.

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TALLAHASSEE, FLORIDA

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6 PAGES INCLUDING COVER

MESSAGE:

PLEASE SEE THE ATTACHED ARTICLES OF INCORPORATION OF HH
MANAGEMENT, INC. FOR ELECTRONIC FILING. PLEASE CALL ME IF YOU HAVE
ANY QUESTIONS.

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**ARTICLES OF INCORPORATION
OF
HH MANAGEMENT, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is HH Management, Inc.

ARTICLE II

ADDRESS

The initial principal place of business and mailing address of this Corporation shall be:

225 Oak Hammock Court, SW
Vero Beach, Florida 32962

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 500 E. Broward Blvd., Suite 1400, Fort Lauderdale, Florida 33394, and the name of the initial Registered Agent of the Corporation at that address is Valdes-Fauli Corporate Services, Inc.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
Herbert F. Holin	225 Oak Hammock Court, SW Vero Beach, Florida 32962

ARTICLE VIII

INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time (the "Act"), the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the corporation and such person are adverse parties except for proceedings brought derivatively or

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by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE IX

AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the initial director is subject to this reservation.

Date: April 11, 2003



HERBERT F. HOLIN
Incorporator

FAX AUDIT NO.: H03000108664 1

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for HH Management, Inc. at the place designated in this certificate, I hereby accept the appointment as registered agent on behalf of Valdes-Fauli Corporate Services, Inc., and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of HH Management, Inc.

Dated: April 14, 2003**VALDES-FAULI CORPORATE
SERVICES, INC.**By: **JAMES B. DAVIS**, Vice President
Initial Registered Agent

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